

Primary
RECORDATION NO. 21242 FILED

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MAR 2 '98

1-25 PM

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RECORDATION NO. 21242-A FILED

MAR 2 '98

1-25 PM

March 2, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
Mar 2
1 25 PM '98

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 7 to Master Railcar Lease Agreement, dated as of February 27, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Assignment, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: The First National Bank of Maryland
25 South Charles Street
Baltimore, MD 21201

Lessee: NorRail, Inc.
308 12th Avenue South
Buffalo, MN

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Counter parts

Mr. Vernon A. Williams
March 2, 1998
Page 2

A description of the railroad equipment covered by the enclosed document is:

69 gondola railcars bearing CSXT reporting marks and road numbers set forth on the Schedule attached to the Memoranda.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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THE FIRST NATIONAL BANK OF MARYLAND

**MEMORANDUM OF SCHEDULE NO. 7 TO MASTER RAILCAR
LEASE AGREEMENT**

dated as of February 27, 1998

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

NORRAIL, INC.

as Lessee

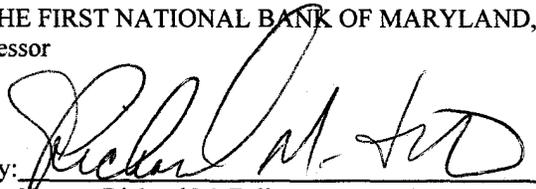
MEMORANDUM OF SCHEDULE NO. 7 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 7 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of February 27, 1998 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and NORRAIL, INC., a Minnesota corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 7 dated February 27, 1998 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 7.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 7 to Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND,
Lessor

By: 

Name: Richard M. Folio
Title: Vice President

NORRAIL, INC., Lessee

By: 

Name: George W. Calver
Title: Group Vice President & General Manager

By: 

Name: BLAINE FILTHAUT
Title: VICE PRESIDENT AND
TREASURER

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ^{4th} 26 day of February, 1998 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on February 26th 1998 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Notarial Seal]

Michael P. Sperto
Notary Public

My commission expires: January 28, 2001

STATE OF ~~Vermont~~ ^{Town} CITY OF Colchester, TO WIT:

On this 17th day of February, 1998 before me appeared George L. Colwell, to me personally known, who being by me duly sworn, says that he is a VP, of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on January 17 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Michael P. Sperto
Notary Public

My commission expires: 2-10-99

STATE OF ~~Vermont~~ ^{Town} CITY OF Colchester, TO WIT:

On this 17th day of February, 1998 before me appeared Blake H. F. Hunt, to me personally known, who being by me duly sworn, says that he is a VP & Treasurer, of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on January 17 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Michael P. Sperto
Notary Public

My commission expires: 2-10-99

DESCRIPTION OF RAILCARS

Sixty-nine (69) Trinity built, 110 ton, 286 GRL mill gondola railcars bearing the following reporting marks and numbers:

CSXT	491336
	491340
	491345
	491346
	491349
	491364
	491367 through 491429, inclusive